

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. 2463

**CERTIFICATION OF COUNSEL REGARDING NOTICE OF FILING OF
TWENTY-SEVENTH POST-CLOSING DESIGNATION NOTICE**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On January 2, 2025, the Bankruptcy Court entered the *Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors’ Assets Free and Clear of All Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [D.I. 1556] (the “**Sale Order**”).²

2. On March 31, 2025, pursuant to the Sale Order, the Debtors filed the *Notice of Filing of Twenty-Seventh Post-Closing Designation Notice* [D.I. 2463] (the “**Notice**”). Attached

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms not defined herein are used as defined in the Sale Order.

as Exhibit A to the Notice was the *Notice of Designation of Designated Asset* from Gordon Brothers Retail Partners, LLC (“**GBRP**”) that designated three of the Debtors’ unexpired leases of nonresidential real property (the “**Leases**” on the “**Lease Schedule**”) for assumption by the Debtors and assignment to Tractor Supply Company and its affiliates (“**TSC**”).³

3. Attached as Exhibit C to the Notice was a proposed form of order (the “**Proposed Order**”) approving the assumption and assignment for the Leases scheduled on the Lease Schedule and fixing the Cure Costs to be paid to the landlords of the respective Leases (the “**Landlords**”) at the amounts set forth on Exhibit B to the Notice.

4. Pursuant to the Notice, objections to the assumption and assignment of the Leases were to be filed no later than April 14, 2025, at 4:00 p.m. (ET). As of the date hereof, no objection or other responsive pleading to the Notice appears on the Court’s docket regarding the Lease to be assigned to TSC.

5. Counsel for TSC and the Landlords for the Leases to be assigned to TSC have agreed on revisions to the Proposed Order (the “**Revised Proposed Order**”), and the Debtors understand that the Landlords and GBRP have reviewed the Revised Proposed Order and do not object to its entry.

6. The Revised Proposed Order is attached as Exhibit 1 hereto. For the convenience of the Court and all parties in interest, a redline comparing the Revised Proposed Order to the Proposed Order filed with the Notice is attached hereto as Exhibit 2.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order at its earliest convenience.

³ The Notice also designated five additional leases for assumption and assignment to other third-parties. However, those leases are not subject to this certification of counsel.

Dated: April 21, 2025
Wilmington, Delaware

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